

## **Exhibit**

### **Constitution of the Russian Federation**

#### **Article 10**

State power in the Russian Federation shall be exercised on the basis of its division into legislative, executive and judicial. The legislative, executive and judicial authorities shall be independent.

#### **Article 15**

1. The Constitution of the Russian Federation shall have the supreme juridical force, direct application and shall be used on the whole territory of the Russian Federation. Laws and other legal acts adopted in the Russian Federation shall not contradict the Constitution of the Russian Federation.

2. The bodies of state authority, bodies of local self-government, officials, private citizens and their associations shall be obliged to observe the Constitution of the Russian Federation and laws.

3. Laws shall be officially published. Unpublished laws shall not be used. Normative legal acts concerning human rights, freedoms and duties of man and citizen may not be used, if they are not officially published for general knowledge.

4. The universally-recognised norms of international law and international treaties and agreements of the Russian Federation shall be a component part of its legal system. If an international treaty or agreement of the Russian Federation establishes other rules than those envisaged by law, the rules of the international agreement shall be applied.

#### **Article 19**

1. All people shall be equal before the law and courts.

2. The State shall guarantee the equality of rights and freedoms of man and citizen, regardless of sex, race, nationality, language, origin, property and official status, place of residence, religion, convictions, membership of public associations, and also of other circumstances. All forms of limitations of human rights on social, racial, national, linguistic or religious grounds shall be banned.

3. Men and women shall enjoy equal rights and freedoms and have equal possibilities to exercise them.

#### **Article 120**

1. Judges shall be independent and submit only to the Constitution and federal law.

2. If after considering a case the court of law decides that an act of a state or other body contradicts the law it shall pass an appropriate decision according to the law.

#### **Article 121**

1. Judges shall be irremovable.

2. The powers of a judge may be ceased or suspended only on the grounds and according to the rules fixed by federal law.

#### **Article 122**

1. Judges shall possess immunity.

2. A judge may not face criminal responsibility other than according to the rules fixed by federal law.

Article 123

1. Examination of cases in all courts shall be open. Examinations in camera shall be allowed only in the cases envisaged by federal law.
2. Trial in absentia in criminal courts shall not be allowed except in cases fixed by the federal law.
3. Judicial proceedings shall be held on the basis of confrontation and equality of the parties.
4. In cases prescribed by the federal law justice shall be administered by a jury court.

## Приложение.

### КОНСТИТУЦИЯ РОССИЙСКОЙ ФЕДЕРАЦИИ

#### Статья 10

Государственная власть в Российской Федерации осуществляется на основе разделения на законодательную, исполнительную и судебную. Органы законодательной, исполнительной и судебной власти самостоятельны.

#### Статья 15

1. Конституция Российской Федерации имеет высшую юридическую силу, прямое действие и применяется на всей территории Российской Федерации. Законы и иные правовые акты, принимаемые в Российской Федерации, не должны противоречить Конституции Российской Федерации.

2. Органы государственной власти, органы местного самоуправления, должностные лица, граждане и их объединения обязаны соблюдать Конституцию Российской Федерации и законы.

3. Законы подлежат официальному опубликованию. Неопубликованные законы не применяются. Любые нормативные правовые акты, затрагивающие права, свободы и обязанности человека и гражданина, не могут применяться, если они не опубликованы официально для всеобщего сведения.

4. Общепризнанные принципы и нормы международного права и международные договоры Российской Федерации являются составной частью ее правовой системы. Если международным договором Российской Федерации установлены иные правила, чем предусмотренные законом, то применяются правила международного договора.

#### Статья 19

1. Все равны перед законом и судом.

2. Государство гарантирует равенство прав и свобод человека и гражданина независимо от пола, расы, национальности, языка, происхождения, имущественного и должностного положения, места жительства, отношения к религии, убеждений, принадлежности к общественным объединениям, а также других обстоятельств. Запрещаются любые формы ограничения прав граждан по признакам социальной, расовой, национальной, языковой или религиозной принадлежности.

3. Мужчины и женщины имеют равные права и свободы и равные возможности для их реализации.

#### Статья 120

1. Судьи независимы и подчиняются только Конституции Российской Федерации и федеральному закону.

2. Суд, установив при рассмотрении дела несоответствие акта государственного или иного органа закону, принимает решение в соответствии с законом.

#### Статья 121

1. Судьи несменяемы.

2. Полномочия судьи могут быть прекращены или приостановлены не иначе как в порядке и по основаниям, установленным федеральным законом.

#### Статья 122

1. Судьи неприкосновенны.

2. Судья не может быть привлечен к уголовной ответственности иначе как в порядке, определяемом федеральным законом.

#### Статья 123

1. Разбирательство дел во всех судах открытое. Слушание дела в закрытом заседании допускается в случаях, предусмотренных федеральным законом.

2. Заочное разбирательство уголовных дел в судах не допускается, кроме случаев, предусмотренных федеральным законом.

3. Судопроизводство осуществляется на основе состязательности и равноправия сторон.

4. В случаях, предусмотренных федеральным законом, судопроизводство осуществляется с участием присяжных заседателей.

Исследовательский центр  
частного права при Президенте Российской Федерации

Private Law Research Center  
Attached to the Office of the President of the Russian Federation

# Гражданский Кодекс Российской Федерации

# The Civil Code Of The Russian Federation

Части 1 и 2

Parts 1 and 2

Предисловие А.Л.Маковского  
Вводная статья А.Л.Маковского и С.А.Хохлова

With a Preface by A.L. Makovsky  
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Such a solution of a long existing problem of the relation of obligations from unjust enrichment with other institutions of civil law is useful. It is a matter of having the norms on unjust enrichment contain answers to certain questions that have not always been solved in the rules on the invalidity of transactions, on vindicatory actions, on delicts, on the return of excess received under a contract. In particular, it is the question on the fate of income extracted from property unlawfully received (or saved) or withheld, on compensation for expenditures for the maintenance of this property. In this and in other cases, the supplementary application of the rules on unjust enrichment allows the solution of questions for which the statute does not give a direct answer.

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# **CIVIL CODE OF THE RUSSIAN FEDERATION**

## **First Part**

### **DIVISION I. GENERAL PROVISIONS**

#### **Subdivision 1. BASIC PROVISIONS**

#### **CHAPTER I. CIVIL LEGISLATION**

##### **Article 1. Basic Principles of Civil Legislation**

1. Civil legislation is based on the recognition of the equality of the participants in the relations regulated by it, the inviolability of ownership, freedom of contract, the impermissibility of arbitrary interference by anyone in private affairs, the necessity of the unhindered realization of civil law rights, ensuring the restoration of violated rights and judicial protection of them.

2. Citizens (natural persons) and legal persons shall obtain and exercise their civil law rights by their own will and in their own interest. They shall be free in the establishment of their rights and duties on the basis of contract and in determining any terms of contract not contradictory to legislation.

Civil law rights may be limited on the basis of a Federal statute and only to the extent to which it is necessary for the purposes of defending the bases of the Constitutional order, the morals, health, rights, and legal interests of other persons, of ensuring the defense of the country and the security of the state.

3. Goods, services, and financial assets may be moved freely about on the whole territory of the Russian Federation.

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Limitations on the movement of goods and services may be introduced in accordance with a Federal statute if this is necessary to ensure safety, defense of human life and health, or the protection of nature and of cultural values.

#### **Article 2. Relations Regulated by Civil Legislation**

1. Civil legislation determines the legal position of the participants in civil commerce, the grounds for the origin and the procedure for realization of the right of ownership and other rights in things, of exclusive rights to the results of intellectual activity (intellectual property), regulates contractual and other obligations and also other property relations and related personal non-property relations based upon equality, autonomy of will and the property independence of the participants.

Citizens and legal persons are the participants in relations regulated by civil legislation. The Russian Federation, subjects of the Russian Federation, and municipal formations may also participate in relations regulated by civil legislation (Article 124).

Civil legislation regulates the relations between persons engaging in entrepreneurial activity or with their participation, proceeding from the position that entrepreneurial activity is independent activity done at one's own risk directed at the systematic receipt of profit from the use of property, sale of goods, performance of work, or rendering of service by persons registered in this capacity by the procedure established by a statute.

The rules established by civil legislation shall be applied to relations with the participation of foreign citizens, persons without citizenship, and foreign legal persons, unless otherwise provided by a Federal statute.

2. Inalienable rights and freedoms of man and other nonmaterial values shall be protected by civil legislation unless it follows otherwise from the nature of these nonmaterial values.

3. Civil legislation shall not be applied to property relations based on administrative or other authoritative subordination of one party to another, including tax and other financial and administrative relations, unless otherwise provided by legislation.

#### **Article 3. Civil Legislation and Other Acts Containing Norms of Civil Law**

1. In accordance with the Constitution of the Russian Federation, civil legislation is in the jurisdiction of the Russian Federation.

2. Civil legislation consists of the present Code and other Federal statutes adopted in accordance with it (hereinafter—statutes), regulating the relations indicated in Paragraphs 1 and 2 of Article 2 of the present Code.

Norms of civil law contained in other statutes must conform to the present Code.

3. The relations indicated in Paragraphs 1 and 2 of Article 2 of the present Code may also be regulated by edicts of the President of the Russian Federation, which must not contradict the present Code nor other statutes.

4. On the basis and in fulfillment of the present Code and other statutes, and of edicts of the President of the Russian Federation, the Government of the Russian Federation has the right to adopt decrees containing norms of civil law.

5. In case of contradiction between an edict of the President of the Russian Federation or a decree of the Government of the Russian Federation and the present Code or another statute, the present Code or the respective statute shall be applied.

6. The effect and application of norms of civil law contained in edicts of the President of the Russian Federation and decrees of the Government of the Russian Federation (hereinafter—other legal acts), shall be determined by the rules of the present Chapter.

7. Ministries and other Federal agencies of executive authority may issue acts containing norms of civil law in the instances and within the limits provided by the present Code, other statutes, and other legal acts.

#### **Article 4. The Effect of Civil Legislation in Time**

1. Acts of civil legislation do not have retroactive force and shall be applied to relations that have arisen after they came into effect.

The effect of a statute shall extend to relations that arose before it went into effect only in the cases when this is directly provided by a statute.



2. Rights to property subject to state registration arise from the time of registration of the respective rights to it, unless otherwise established by a statute.

#### **Article 9. Exercise of Civil Law Rights**

1. Citizens and legal persons may exercise at their discretion the civil law rights belonging to them.
2. Failure by citizens or legal persons to exercise rights belonging to them shall not entail termination of these rights, with the exception of cases provided by a statute.

#### **Article 10. Limits of Exercise of Civil Law Rights**

1. Actions of citizens and legal persons taken exclusively with the intention to cause harm to another person are not allowed, nor is abuse of a legal right allowed in other forms.

Use of civil law rights for the purpose of restricting competition is not allowed, nor is abuse of a dominant position on the market.

2. In case of failure to observe the requirements provided by Paragraph 1 of the present Article, the court, commercial court, or court of private arbitration may refuse the person protection of the right belonging to him.

3. In cases when a statute places protection of civil law rights in dependence upon whether these rights were exercised reasonably and in good faith, the reasonableness of actions and the good faith of the participants in civil legal relations shall be presumed.

#### **Article 11. Judicial Protection of Civil Law Rights**

1. Protection of violated or disputed civil law rights shall be provided, in accordance with the jurisdiction over cases established by procedural legislation, by a court, commercial court, or court of private arbitration (hereinafter—court).

2. Protection of civil law rights by an administrative procedure shall be effectuated only in cases provided for by a statute. A decision taken by an administrative procedure may be appealed in court.

#### **Article 12. Means of Protection of Civil Law Rights**

The protection of civil law rights is effectuated by way of: recognition of a right;

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reinstating the situation that existed before the violation of the right and stopping the activities that violated the right or created a threat of its violation;

declaration of an avoidable transaction as invalid and applying the consequences of its invalidity or applying the consequences of the invalidity of a void transaction;

declaration of the invalidity of an act of a state agency or of an agency of local self-government;

self-protection of a right;

a judgment for performance of an obligation in kind;

compensation for damages;

recovery of a penalty;

compensation for moral harm;

termination or alteration of a legal relation;

non-application by a court of an act of a state agency or of an agency of local self-government that contradicts a statute;

by other manners provided by a statute.

#### **Article 13. Declaration of an Act of a State Agency or of an Agency of Local Self-Government as Invalid**

A non-normative act of a state agency or of an agency of local self-government and, in cases provided by a statute, also a normative act, not complying with a statute or other legal acts and violating civil law rights or interests protected by a statute of a citizen or legal person may be declared invalid by a court.

In case of declaration by a court of an act as invalid, the violated right shall be subject to reinstatement or to protection in the other manners provided by Article 12 of the present Code.

#### **Article 14. Self-Protection of Civil Law Rights**

Self-protection of civil law rights is allowed.

The means of self-protection must be proportional to the violation and not go outside the bounds of the actions necessary for stopping the violation.

#### **Article 15. Compensation for Damages**

1. A person whose right has been violated may demand full compensation for the damages caused to it unless a statute or contract provides for compensation for damages in a lesser amount.

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2. Damages means the expenses that the person whose right was violated has made or must make to reinstate the right that was violated, or the loss or harm to its property (actual damage), and also income not received that this person would have received under the usual conditions of civil commerce if its right had not been violated (lost profit).

If the person who has violated a right has received income as a result, the person whose right has been violated shall be entitled to demand—along with other damages—compensation for lost profit in an amount not less than such income.

#### **Article 16. Compensation for the Damages Caused by State Agencies and Agencies of Local Self-Government**

Damages caused to a citizen or legal person as the result of illegal actions of (or failure to act by) state agencies, agencies of local self-government, or officials of these agencies, including the issuance of an act of a state agency or agency of local self-government that does not correspond to a statute or other legal act, shall be subject to compensation by the Russian Federation, the respective subject of the Russian Federation, or the municipal formation.

### **Subdivision 2. PERSONS**

#### **CHAPTER 3. CITIZENS (NATURAL PERSONS)**

#### **Article 17. The Legal Capacity of a Citizen**

1. The ability to have civil law rights and bear duties (civil legal capacity) is recognized in equal measure for all citizens.
2. The legal capacity of a citizen arises at the time of his birth and is terminated by death.

#### **Article 18. Content of the Legal Capacity of Citizens**

Citizens may have property by right of ownership; inherit and bequeath property; engage in entrepreneurial and any other activity

not forbidden by a statute; found legal persons independently or jointly with other citizens and legal persons; conclude any other transactions not contrary to a statute and participate in obligations; choose a place of residence; have the rights of authors of works of science, literature, and art, of inventions and other results of intellectual activity protected by a statute; have other property rights and personal nonproperty rights.

#### **Article 19. The Name of a Citizen**

1. A citizen shall obtain and exercise rights and duties under his own name, including his family name and given name, and also his patronymic unless otherwise follows from a statute or ethnic custom. In cases and by the procedure provided by a statute, a citizen may use a pseudonym (made-up name).

2. A citizen has the right to change his name by the procedure established by a statute. A change of name by a citizen shall not be a basis for terminating or changing his rights and duties obtained under the previous name.

A citizen is obligated to take the necessary measures to notify his debtors and creditors of the change of his name and bears the risk of consequences caused if these persons lack information on his change of name.

A citizen who has changed his name has the right to demand the entry, at his expense, of the relevant changes in documents formalized in his former name.

3. The name obtained by a citizen at birth and also a change of name are subject to registration by the procedure established for registration of acts of civil status.

4. Obtaining rights and duties under the name of another person is not allowed.

5. Harm caused to a citizen as the result of improper use of his name is subject to compensation in accordance with the present Code.

In case of distortion or use of the name of a citizen in manners or in a form that impinges upon his honor, dignity, or business reputation, the rules provided by Article 152 of the present Code shall be applied.

organizations and also of unitary enterprises and, in cases provided by a statute, of other commercial organizations must contain an indication of the nature of the activity of the legal person.

2. The seat of a legal person is determined by the place of its state registration, unless, in accordance with a statute, it has been established otherwise in the founding documents of the legal person.

3. The name and seat of a legal person shall be indicated in its founding documents.

4. A legal person that is a commercial organization must have a firm name.

A legal person whose firm name has been registered by the established procedure has the exclusive right to its use.

A person who has unlawfully used another's registered firm name, on demand of the holder of the right to the firm name, shall be obligated to stop its use and compensate for the damages caused.

The procedure for registration and use of firm names shall be determined by a statute and other legal acts in accordance with the present Code.

#### Article 55. Representative Offices and Branches

1. A representative office is a separate subdivision of a legal person located outside the place where the legal person is located which represents the interests of the legal person and engages in their protection.

2. A branch is a separate subdivision of a legal person located outside the place where the legal person is located and conducting all its functions or part of them, including the function of representation.

3. Representative offices and branches are not legal persons. They are allotted property by the legal person that has created them and act on the basis of regulations approved by it.

The heads of representative offices and branches are appointed by the legal person and act on the basis of a power of attorney from it.

Representative offices and branches must be indicated in the founding documents of the legal person that has created them.

#### Article 56. Liability of a Legal Person

1. Legal persons other than owner-financed institutions shall be liable for their obligations with all property belonging to them.

2. A Treasury enterprise or an institution financed by its owner shall be liable for its obligations by the procedure and on the conditions provided by Paragraph 5 of Article 113, by Article 115, and by Article 120 of the present Code.

3. The founder of (or a participant in) a legal person or the owner of its property shall not be liable for the obligations of the legal person, and the legal person shall not be liable for the obligations of the founder (or participant) or owner, with the exception of cases provided by the present Code or by the founding documents of the legal person.

If the insolvency (or bankruptcy) of a legal person is caused by the founders (or participants), by the owner of the property of the legal person, or by other persons that have the right to give instructions obligatory for this person or otherwise have the possibility to determine its actions, then subsidiary liability for its obligations may be placed upon such persons in case of insufficiency of the property of the legal person.

#### Article 57. Reorganization of a Legal Person

1. Reorganization of a legal person (merger, accession, division, spin-off, transformation) may be realized by decision of its founders (or participants) or by the body of the legal person so authorized by the founding documents.

2. In cases established by a statute, reorganization of a legal person in the form of a division of it or a spin-off from it of one or several legal persons shall be done by decision of the authorized state agencies or by decision of a court.

If the founders of (or the participants in) a legal person, a body authorized by them, or a body of the legal person authorized to reorganize it by the founding documents fails to conduct the reorganization of the legal person within the period determined by a decision of the authorized government agency, a court upon suit by the aforementioned government agency shall designate an outside manager for the legal person and delegate to him the conduct of the reorganiza-



from the property of the legal person undergoing liquidation that remains after the satisfaction of the claims of creditors presented on time.

6. The claims of creditors not satisfied because of the insufficiency of the property of the liquidated legal person shall be considered canceled. Creditors' claims not recognized by the liquidation commission shall be considered canceled if the creditor has not brought a suit in court, and also claims for which the creditor has been refused satisfaction by a decision of a court shall be considered canceled.

#### **Article 65. Insolvency (or Bankruptcy) of a Legal Person**

1. A legal person that is a commercial organization, with the exception of a Treasury enterprise, and also a legal person operating in the form of a consumer cooperative or a charitable or other foundation, may be declared insolvent (or bankrupt) by decision of a court, if it is not in a position to satisfy the claims of creditors.

The declaration of a legal person bankrupt shall entail its liquidation.

2. A legal person that is a commercial organization and also a legal person that is operating in the form of a consumer cooperative or a charitable or other foundation, may jointly with creditors take a decision to declare its bankruptcy and voluntary liquidation.

3. The grounds for a declaration by a court of a legal person bankrupt or for declaration by a legal person of its own bankruptcy and also the procedure for liquidation of such a legal person shall be established by the statute on insolvency (or bankruptcy). The claims of creditors shall be satisfied in the order provided by Paragraph 1 of Article 64 of the present Code.

### **§ 2. Business Partnerships and Companies**

#### **1. General Provisions**

#### **Article 66. Basic Provisions on Business Partnerships and Companies**

1. Business partnerships and companies are commercial organizations with charter (or investment) capital broken down into the

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shares (or contributions) of the founders (or participants). Property created at the expense of the contributions of the founders (or participants) and also that produced or obtained by the business partnership or company in the process of its activity shall belong to it by right of ownership.

In cases provided by the present Code, a business company may be created by one person, who shall become the only participant.

2. Business partnerships may be created in the form of a general partnership or a limited partnership (a special partnership).

3. Business companies may be created in the form of a joint-stock company, a company with limited liability, or a company with supplementary liability.

4. Individual entrepreneurs and/or commercial organizations may be participants in general partnerships and the general partners in limited partnerships.

Citizens and legal persons may be participants in business companies and investors in limited partnerships.

State agencies and agencies of local self-government do not have the right to be participants in business companies nor investors in limited partnerships, unless otherwise established by a statute.

Institutions financed by their owners may be participants in business companies and investors in partnerships with the permission of the owner, unless otherwise established by a statute.

A statute may forbid or limit the participation of individual categories of citizens in business partnerships and companies, except in open joint-stock companies.

5. Business partnerships and companies may be founders of (or participants in) other business partnerships and companies with the exception of cases provided by the present Code and other statutes.

6. An investment in the property of a business partnership or company may be money, securities, commercial paper, other things, or property or other rights having a monetary evaluation.

The monetary evaluation of the investment of a participant in a business company shall be made by agreement among the founders of (or participants in) the company and, in cases provided by a statute, shall be subject to independent expert review.

7. Business partnerships and also companies with limited and supplementary liability do not have the right to issue stock.

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general information the documents indicated in Part 1 of Article 97 of the present Code must, for verification and confirmation of the correctness of the annual financial report, each year involve a professional auditor not connected by property interests with the company or its participants.

An audit review of the activity of a joint-stock company, including that of one not obligated to publish the aforementioned documents for general information, must be conducted at any time upon the demand of stockholders whose total share in the charter capital constitutes ten or more percent.

The procedure for conducting audit reviews of the activity of a joint-stock company is determined by a statute and the charter of the company.

#### **Article 104. Reorganization and Liquidation of a Joint-Stock Company**

1. A joint-stock company may be reorganized or liquidated voluntarily upon a decision of the general meeting of stockholders.

Other bases and the procedure for reorganization and liquidation of a joint-stock company shall be determined by the present Code and other statutes.

2. A joint-stock company has the right to transform itself into a limited liability company or a production cooperative.

### **7. *Subsidiary and Dependent Companies***

#### **Article 105. Subsidiary Business Company**

1. A business company is a subsidiary business company if another (or principal) business company or partnership by virtue of dominant participation in its charter capital or in accordance with a contract concluded between them or in another manner has the possibility of determining decisions taken by such a company.

2. A subsidiary company does not answer for the debts of the principal company (or partnership).

A principal company (or partnership) that has the right to give the subsidiary company instructions obligatory for it (including by

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contract with it), answers jointly with the subsidiary company for transactions concluded by the latter in the fulfillment of such instructions.

In case of insolvency (or bankruptcy) of the subsidiary company due to the fault of the principal company (or partnership), the latter shall bear subsidiary liability for the debts of the subsidiary company.

3. Participants in (or stockholders of) the subsidiary company have the right to demand compensation from the principal company (or partnership) for the damages caused by its fault to the subsidiary company, unless otherwise established by statutes on business companies.

#### **Article 106. Dependent Business Company**

1. A business company is dependent if another (the dominant or participant) company has more than twenty percent of the voting shares of stock of a joint-stock company or more than twenty percent of the charter capital of a limited liability company.

2. A business company that has obtained more than twenty percent of the voting shares of stock of a joint-stock company or more than twenty percent of the charter capital of a limited liability company is obligated to immediately publish information on this by the procedure provided by the statutes on business companies.

3. The limits of mutual participation of business companies in the charter capital of one another and the number of votes that one of these companies may exercise at the general meeting of the participants or stockholders of another company shall be determined by a statute.

### **§ 3. *Production Cooperatives***

#### **Article 107. Definition of a Production Cooperative**

1. A production cooperative (or artel) is a voluntary combination of citizens on the basis of membership for joint production or other business activity (production; processing; sale of industrial, agricultural, and other products; performing work; trade; personal services;

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**Article 1063. Conduct of Lotteries, Pari-mutuels and Other Games by State and Municipal Formations or by Their Permission**

1. The relations between organizers of lotteries, pari-mutuels (mutual wagers) and other games based on risk—the Russian Federation, subjects of the Russian Federation, municipal formations, persons who have received permission (or a license) from an authorized state or municipal agency—and participants in games shall be based on contract.

2. In the cases provided by the rules of organization of games, the contract between the organizer and the participant in the game shall be formalized by the issuance of a lottery ticket, receipt, or other document.

3. A proposal to make a contract provided for by Paragraph 1 of the present Article must include conditions on the time of conduct of games and the procedure for determining the winning and its amount.

In case of refusal of the organizer of the games to conduct them at the established time, the participants in the games shall have the right to demand from their organizer compensation for the actual loss suffered as the result of the cancellation of the games or their postponement.

4. Persons who, in accordance with the conditions of the conduct of a lottery, pari-mutuel, or other games are recognized as the winners must be paid the winnings by the organizer of the games in the amount, in the form (in money or in kind), and time provided by the conditions of the game, or if the time is not indicated in these conditions, not later than ten days from the time of determining the results of the games.

5. In case of nonperformance by the organizer of the games of the obligation indicated in Paragraph 4 of the present Article, a participant who has won in the lottery, pari-mutuel, or other games shall have the right to demand from the organizer of the games payment of the winnings and also compensation for the damages caused by violation of the contract on the part of the organizer.

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**CHAPTER 59.  
OBLIGATIONS AS A RESULT  
OF THE CAUSING OF HARM**

**§ 1. GENERAL PROVISIONS  
ON COMPENSATION FOR HARM**

**Article 1064. General Bases of Liability for the  
Causing of Harm**

1. Harm caused to the person or property of a citizen and also harm caused to the property of a legal person shall be subject to compensation by the person who has caused the harm in full measure.

A statute may place an obligation for compensation for harm on a person who is not the person that caused the harm.

A statute or contract may establish an obligation for the person who has caused the harm to pay the victim compensation in addition to compensation for harm.

2. The person who has caused the harm is freed from compensation for the harm if it shows that the harm was caused not by its fault. A statute may provide for compensation for the harm even in the absence of fault of the person who caused the harm.

3. Harm caused by lawful actions shall be subject to compensation in the cases provided by a statute.

Compensation for harm may be refused if the harm was caused at the request, or with the consent, of the victim, and the actions of the person who caused the harm do not violate the moral principles of society.

**Article 1065. Preventing the Causing of Harm**

1. The danger of causing harm in the future may be the basis for a suit for prohibition of actions creating such a danger.

2. If harm caused is a consequence of the exploitation of an enterprise, structure, or other production activity that continues to cause harm or threatens with new harm, a court, in addition to compensation for harm, shall have the right to obligate the defendant to suspend or cease the respective activity.

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A court may refuse a suit for the suspension or cessation of the respective activity only in the case when its suspension or cessation would violate social interests. A refusal of suspension or cessation of such activity does not deprive the victim of the right to compensation for the harm caused by such activity.

**Article 1066. Causing Harm in a State of Necessary Defense**

Harm is not subject to compensation if it is caused in a state of necessary defense, provided that its limits were not exceeded.

**Article 1067. Causing Harm in a State of Extreme Necessity**

Harm caused in a state of extreme necessity, i.e. to eliminate a danger threatening the person causing the harm or other persons, if this danger in the given circumstances could not be eliminated by other means, must be compensated by the person who has caused the harm.

Considering the circumstances under which such harm was caused, a court may place the obligation to compensate for it upon the third persons in whose interest the person who caused the harm acted, or free both this third person and the person who caused the harm from compensation for the harm in whole or in part.

**Article 1068. Liability of a Legal Person or a Citizen for Harm Caused by Its Employee**

1. A legal person or a citizen shall compensate for harm caused by its employee in the performance of labor (or employment, or official) obligations.

With respect to the rules provided by the present Chapter, employees are citizens, performing work under a labor agreement (or contract-in-writing), and also citizens performing work under a civil law contract if thereby they acted or were required to act on a task of the respective legal person or citizen and under its supervision for safe conduct of work.

2. Economic partnerships and production cooperatives shall compensate for harm caused by their participants (or members) in the

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conduct by the latter of entrepreneurial, production or other activity of the partnership or cooperative.

**Article 1069. Liability for Harm Caused by State Agencies, Agencies of Local Self-Government, and Also Their Officials**

Harm caused to a citizen or legal person as the result of illegal actions (or inactions) of state agencies, agencies of local self-government or officials of these agencies, including as the result of the issuance of an act of a state agency or an act of an agency of local self-government not corresponding to a statute or other legal act, is subject to compensation. The harm shall be compensated at the expense respectively of the Treasury of the Russian Federation, the treasury of the subject of the Russian Federation, or the treasury of a municipal formation.

**Article 1070. Liability for Harm Caused by Illegal Actions of Agencies of Inquiry, Preliminary Investigation, the Procuracy, and the Court**

1. Harm caused to a citizen as the result of illegal conviction, illegal bringing to criminal liability, illegal application as a measure of restraint of confinement under guard or signed commitment not to depart, or illegal imposition of an administrative penalty in the form of detention or corrective work, shall be compensated at the expense of the Treasury of the Russian Federation and, in cases provided by a statute, at the expense of the treasury of the subject of the Russian Federation or the treasury of a municipal formation in full regardless of the fault of the officials of the agencies of inquiry, preliminary investigation, procuracy, and the court, by the procedure established by a statute.

2. Harm caused to a citizen or legal person as the result of illegal activity of agencies of inquiry, preliminary investigation, or procuracy, that have not caused the consequences provided by Paragraph 1 of the present Article shall be compensated on the bases and by the procedure that are provided by Article 1069 of the present Code. Harm caused in the course of court proceedings shall be compensated in the case when the fault of the judge is established by a verdict-sentence of a court, that has gone into legal force.

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The nature of physical and moral suffering shall be evaluated by a court taking into account the factual circumstances under which moral harm was caused and the individual peculiarities of the victim.

#### **CHAPTER 60. OBLIGATIONS AS THE RESULT OF UNJUST ENRICHMENT**

##### **Article 1102. The Obligation to Return Unjust Enrichment**

1. A person who without bases established by a statute, other legal acts, or a transaction has obtained or economized property (the recipient) at the expense of another person (the victim) shall be obligated to return to the latter the unjustly obtained or economized property (unjust enrichment), with the exception of the cases, provided by Article 1109 of the present Code.
2. The rules provided by the present Chapter shall be applied regardless of whether the unjust enrichment was the result of the conduct of the recipient of the property, the victim itself, third persons, or occurred against their will.

##### **Article 1103. Relation of Claims for the Return of Unjust Enrichment to Other Claims for the Protection of Civil-Law Rights**

To the extent not otherwise established by the present Code, other statutes or other legal acts, nor otherwise follows from the nature of the respective relations, the rules provided by the present Chapter shall also be applied to claims:

- 1) for return of performance under an invalid transaction;
- 2) for the recovery of property by an owner from another's unlawful possession;
- 3) of one party in an obligation to another for return of performance in connection with this obligation;
- 4) for compensation for harm including that caused by the bad-faith conduct of the enriched person.

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##### **Article 1104. Physical Return of Unjust Enrichment**

1. Property constituting unjust enrichment of the recipient must be physically returned to the victim.
2. The recipient shall be liable to the victim for every, including accidental, shortage or worsening of the unjustly received or economized property that occurred after it knew or should have known of the unjust enrichment. It shall be liable only for intent and gross negligence before this time.

##### **Article 1105. Compensation for the Value of Unjust Enrichment**

1. In case of the impossibility of the physical return of the unjustly received or economized property, the recipient must compensate the victim for the actual value of this property at the time it was obtained and also for the damages caused by later change in the value of the property if the recipient has not compensated for its value promptly after it learned of the unjust enrichment.
2. A person who has unjustifiably made temporary use of another's property without the intent to obtain it or of another's services must compensate the victim for what the person economized as the result of such use at the price existing at the time when the use ended and in the place where it occurred.

##### **Article 1106. Consequences of Unjustified Transfer of Rights to Another Person**

A person who has transferred by way of assignment of a claim or in another manner a right belonging to himself to another person on the basis of a nonexistent or invalid obligation shall have the right to demand re-establishment of the former position including the return to it of documents confirming the right transferred.

##### **Article 1107. Compensation to the Victim for Income Not Received**

1. A person who has unjustly received or economized property shall be obligated to return to or compensate the victim for all income that it extracted or should have extracted from this property

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**Гражданский кодекс Российской Федерации  
часть первая от 30 ноября 1994 г. N 51-ФЗ,  
часть вторая от 26 января 1996 г. N 14-ФЗ  
и часть третья от 26 ноября 2001 г. N 146-ФЗ**

**(с изменениями от 26 января, 20 февраля, 12 августа 1996 г., 24 октября 1997 г., 8 июля, 17 декабря 1999 г., 16 апреля, 15 мая, 26 ноября 2001 г., 21 марта, 14, 26 ноября 2002 г., 10 января, 26 марта, 11 ноября, 23 декабря 2003 г., 29 июня, 29 июля, 2, 29, 30 декабря 2004 г**

Статья 1. Основные начала гражданского законодательства

1. Гражданское законодательство основывается на признании равенства участников регулируемых им отношений, неприкосновенности собственности, свободы договора, недопустимости произвольного вмешательства кого-либо в частные дела, необходимости беспрепятственного осуществления гражданских прав, обеспечения восстановления нарушенных прав, их судебной защиты.

2. Граждане (физические лица) и юридические лица приобретают и осуществляют свои гражданские права своей волей и в своем интересе. Они свободны в установлении своих прав и обязанностей на основе договора и в определении любых не противоречащих законодательству условий договора.

Гражданские права могут быть ограничены на основании федерального закона и только в той мере, в какой это необходимо в целях защиты основ конституционного строя, нравственности, здоровья, прав и законных интересов других лиц, обеспечения обороны страны и безопасности государства.

3. Товары, услуги и финансовые средства свободно перемещаются на всей территории Российской Федерации. Ограничения перемещения товаров и услуг могут вводиться в соответствии с федеральным законом, если это необходимо для обеспечения безопасности, защиты жизни и здоровья людей, охраны природы и культурных ценностей.

Статья 12. Способы защиты гражданских прав

Защита гражданских прав осуществляется путем:

признания права;

восстановления положения, существовавшего до нарушения права, и пресечения действий, нарушающих право или создающих угрозу его нарушения;

признания оспоримой сделки недействительной и применения последствий ее недействительности, применения последствий недействительности ничтожной сделки;

признания недействительным акта государственного органа или органа местного самоуправления;

самозащиты права;

присуждения к исполнению обязанности в натуре;

возмещения убытков;

взыскания неустойки;

компенсации морального вреда;

прекращения или изменения правоотношения;

неприменения судом акта государственного органа или органа местного самоуправления, противоречащего закону;

иными способами, предусмотренными законом.

Статья 15. Возмещение убытков

1. Лицо, право которого нарушено, может требовать полного возмещения причиненных ему убытков, если законом или договором не предусмотрено возмещение убытков в меньшем размере.

2. Под убытками понимаются расходы, которые лицо, чье право нарушено, произвело или должно будет произвести для восстановления нарушенного права, утрата или повреждение его имущества (реальный ущерб), а также неполученные доходы, которые это лицо получило бы при обычных условиях гражданского оборота, если бы его право не было нарушено (упущенная выгода).

Если лицо, нарушившее право, получило вследствие этого доходы, лицо, право которого нарушено, вправе требовать возмещения наряду с другими убытками упущенной выгоды в размере не меньшем, чем такие доходы.

Статья 56. Ответственность юридического лица

1. Юридические лица, кроме финансируемых собственником учреждений, отвечают по своим обязательствам всем принадлежащим им имуществом.

2. Казенное предприятие и финансируемое собственником учреждение отвечают по своим обязательствам в порядке и на условиях, предусмотренных пунктом 5 статьи 113, статьями 115 и 120 настоящего Кодекса.

3. Учредитель (участник) юридического лица или собственник его имущества не отвечают по обязательствам юридического лица, а юридическое лицо не отвечает по обязательствам учредителя (участника) или собственника, за исключением случаев, предусмотренных настоящим Кодексом либо учредительными документами юридического лица.

Если несостоятельность (банкротство) юридического лица вызвана учредителями (участниками), собственником имущества юридического лица или другими лицами, которые имеют право давать обязательные для этого юридического лица указания либо иным образом имеют возможность определять его действия, на таких лиц в случае недостаточности имущества юридического лица может быть возложена субсидиарная ответственность по его обязательствам.

Статья 65. Несостоятельность (банкротство) юридического лица

1. Юридическое лицо, являющееся коммерческой организацией, за исключением казенного предприятия, а также юридическое лицо, действующее в форме потребительского кооператива либо благотворительного или иного фонда, по решению суда может быть признано несостоятельным (банкротом), если оно не в состоянии удовлетворить требования кредиторов.

Признание юридического лица банкротом судом влечет его ликвидацию.

2. Юридическое лицо, являющееся коммерческой организацией, а также юридическое лицо, действующее в форме потребительского кооператива либо благотворительного или иного фонда, может совместно с кредиторами принять решение об объявлении о своем банкротстве и о добровольной ликвидации.

3. Основания признания судом юридического лица банкротом либо объявления им о своем банкротстве, а также порядок ликвидации такого юридического лица устанавливаются законом о несостоятельности (банкротстве). Требования кредиторов удовлетворяются в очередности, предусмотренной пунктом 1 статьи 64 настоящего Кодекса.

Статья 105. Дочернее хозяйственное общество

1. Хозяйственное общество признается дочерним, если другое (основное) хозяйственное общество или товарищество в силу преобладающего участия в его

уставном капитале, либо в соответствии с заключенным между ними договором, либо иным образом имеет возможность определять решения, принимаемые таким обществом.

2. Дочернее общество не отвечает по долгам основного общества (товарищества).

Основное общество (товарищество), которое имеет право давать дочернему обществу, в том числе по договору с ним, обязательные для него указания, отвечает солидарно с дочерним обществом по сделкам, заключенным последним во исполнение таких указаний.

В случае несостоятельности (банкротства) дочернего общества по вине основного общества (товарищества) последнее несет субсидиарную ответственность по его долгам.

3. Участники (акционеры) дочернего общества вправе требовать возмещения основным обществом (товариществом) убытков, причиненных по его вине дочернему обществу, если иное не установлено законами о хозяйственных обществах.

Статья 1064. Общие основания ответственности за причинение вреда

1. Вред, причиненный личности или имуществу гражданина, а также вред, причиненный имуществу юридического лица, подлежит возмещению в полном объеме лицом, причинившим вред.

Законом обязанность возмещения вреда может быть возложена на лицо, не являющееся причинителем вреда.

Законом или договором может быть установлена обязанность причинителя вреда выплатить потерпевшим компенсацию сверх возмещения вреда.

2. Лицо, причинившее вред, освобождается от возмещения вреда, если докажет, что вред причинен не по его вине. Законом может быть предусмотрено возмещение вреда и при отсутствии вины причинителя вреда.

3. Вред, причиненный правомерными действиями, подлежит возмещению в случаях, предусмотренных законом.

В возмещении вреда может быть отказано, если вред причинен по просьбе или с согласия потерпевшего, а действия причинителя вреда не нарушают нравственные принципы общества.

Статья 1070. Ответственность за вред, причиненный незаконными действиями органов дознания, предварительного следствия, прокуратуры и суда

1. Вред, причиненный гражданину в результате незаконного осуждения, незаконного привлечения к уголовной ответственности, незаконного применения в качестве меры пресечения заключения под стражу или подписки о невыезде, незаконного наложения административного взыскания в виде ареста или исправительных работ, возмещается за счет казны Российской Федерации, а в случаях, предусмотренных законом, за счет казны субъекта Российской Федерации или казны муниципального образования в полном объеме независимо от вины должностных лиц органов дознания, предварительного следствия, прокуратуры и суда в порядке, установленном законом.

2. Вред, причиненный гражданину или юридическому лицу в результате незаконной деятельности органов дознания, предварительного следствия, прокуратуры, не повлекший последствий, предусмотренных пунктом 1 настоящей статьи, возмещается по основаниям и в порядке, которые предусмотрены статьей 1069 настоящего Кодекса. Вред, причиненный при осуществлении правосудия, возмещается в случае, если вина судьи установлена приговором суда, вступившим в законную силу

Статья 1102. Обязанность возвратить неосновательное обогащение

1. Лицо, которое без установленных законом, иными правовыми актами или сделкой оснований приобрело или сберегло имущество (приобретатель) за счет другого лица (потерпевшего), обязано возвратить последнему неосновательно приобретенное или сбереженное имущество (неосновательное обогащение), за исключением случаев, предусмотренных статьей 1109 настоящего Кодекса.

Правила, предусмотренные настоящей главой, применяются независимо от того, явилось ли неосновательное обогащение результатом поведения приобретателя имущества, самого потерпевшего, третьих лиц или произошло помимо их воли.

Статья 1103. Соотношение требований о возврате неосновательного обогащения с другими требованиями о защите гражданских прав

Поскольку иное не установлено настоящим Кодексом, другими законами или иными правовыми актами и не вытекает из существа соответствующих отношений, правила, предусмотренные настоящей главой, подлежат применению также к требованиям:

- 1) о возврате исполненного по недействительной сделке;
- 2) об истребовании имущества собственником из чужого незаконного владения;
- 3) одной стороны в обязательстве к другой о возврате исполненного в связи с этим обязательством;
- 4) о возмещении вреда, в том числе причиненного недобросовестным поведением обогатившегося лица.